

ARTICLES OF INCORPORATION

OF

PBA Legends USA Foundation ¹

The undersigned, acting as incorporators/directors under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03) hereby adopt and execute the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is **PBA Legends USA Foundation**.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this corporation, a nonprofit organization, is formed are:

1. The specific purposes of this corporation are to advance and propagate the principles of athletics and sportsmanship, particularly among the youth and the community at large, under the leadership of former basketball players, and team officials (including referees) of the Philippine Basketball Association presently residing in the United States; to organize aforementioned players and officials to provide a continuing program for growth and development of individual members to be positive contributors in their new country; to provide coordination of services undertaken for the poor and underprivileged, and among the corporation members themselves; to undertake community-based civic projects, social advancement and athletic programs; and to provide for educational scholarships for the youth.
2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the

¹ PBA Legends USA Foundation is a duly recognized nonprofit corporation with its Charter effective on April 30, 2007 with Washington State UBI No. 602-721-309. EIN is 26-0510539

making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Code.

ARTICLE IV

Powers

This corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)3 of the Code.

ARTICLE V

Influence Legislation

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

Registered Office

The address of the initial registered office of this corporation is 421 Sawmill Court SE, Olympia, WA 98513, and the name of its initial registered agent at such address is Rufino S. Ignacio. The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VII

Policy Making Body

The policymaking body of this corporation shall be vested in the Board of Directors that shall meet formally at least once a year in a designated venue and locale in the United States. The initial officers and constituting the Interim Board of Directors shall be four (4), namely Chairman of the Board; Chief Executive Officer; Budget and Finance Officer; and Community Relations Officer.

The Interim Directors shall serve until the first organizational meeting of the Board of Directors and until their successors are elected or appointed, as the case may be, and qualified.

ARTICLE VIII

Limitations

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)3 of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

ARTICLE IX

Transactions Involving Officers

- 1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any officer of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.
- 2. Any officer, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such officer or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors.

ARTICLE X

Distributions upon Dissolution

Upon any dissolution of this corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)3 of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers or members of the corporation.

ARTICLE XI

Private Foundation

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

- 1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;

- 2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;
- 3. The corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4945(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;
- 4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.
- 5. The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE XII

Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the Officers present at a meeting of the Regional Assembly.

ARTICLE XIII

Incorporators/Directors

The names and addresses of the incorporators, and members of the Board of Directors (*the latter as per amendment on August 23, 2007*) are:

<u>Name</u>	<u>Address</u>
Abe M. King, Jr. (Chairman of the Board & President)	10313 74 th Avenue NW, Gig Harbor, WA 98332
Rey Santos (Vice President)	2135 SW 116 th Street, Seattle, WA 98146
Rufino Ignacio (Secretary-Treasurer)	421 Sawmill Court SE, Olympia, WA 98513

Marte Saldana
(Auditor)

181 Goldwin Drive, San Bruno, CA 94066

Roland Abilo
(Public Relations Director)

10235 Somerset Blvd, Bellflower, CA 90706

Ranulfo Robles
(Membership Director)

9009 Penhune Ave, La Tuna Canyon, CA 92352

Rino Salazar
(Regional Program Director)

8601 Marilyn Avenue, Juneau, AK 99801

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Rufino S. Ignacio, hereby consent to serve as registered agent, in the State of Washington, for the PBA Legends USA Foundation. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATE: April 30, 2007



Rufino S. Ignacio
Registered Agent